

**Exhibit A**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JKF)  
) (Jointly Administered)  
)  
Debtors. )

**STIPULATION AND ORDER REGARDING PROOFS OF CLAIM OF BUILDING  
LABORERS LOCAL UNION 310 (CLAIM NOS. 879 AND 2785)**

This stipulation is entered into this 14th day of December, 2005, between W. R. Grace & Co. and its affiliates (collectively, the "Debtors") and Building Laborers Local Union 310 (the "Claimant").

WHEREAS, on April 2, 2001 (the "Petition Date"), the Debtors commenced their respective reorganizations by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**WHEREAS**, on January 18, 2002, the Claimant filed a proof of claim in the above-referenced bankruptcy case, on account of alleged "Asbestos Contamination" in the property located at "3250 Euclid Avenue, Cleveland OH 44115" (the "Subject Property"); this claims was assigned Claim No. 879 by the Debtors' claims-administrator, Rust Consulting, Inc.

**WHEREAS**, this Court issued its Bar Date Order on April 22, 2002, which (i) established March 31, 2003 as the Bar Date for the filing Asbestos Property Damage Claims and (ii) required claimants to file such claims using the Court-approve Asbestos Property Damage Proof of Claim Form.

**WHEREAS**, on February 06, 2003, the Claimant filed an Asbestos Property Damage Proof of Claim Form, in the above-reference bankruptcy cases on account of alleged asbestos property damage in the Subject Property; this claims was assigned Claim No. 2785 by Rust Consulting, Inc.

**WHEREAS**, on September 1, 2005, the Debtors' Fifteenth Omnibus Objection asserted various objections to Claim Nos. 879 and 2785; those objections remain pending.

**NOW, THEREFORE**, for good and valuable consideration, the parties hereby stipulate and agree as follows:

1. Each party executing this Stipulation represents that such party has the full authority and legal power to do so. This Stipulation may be executed in counterparts and each such counterpart together with the others shall constitute one and the same instrument. The parties further agree that facsimile signatures hereon shall be deemed to be original signatures. This Stipulation shall be binding upon and inure to the benefit of each of the parties, and upon their respective assignees, successors and/or partners.

2. The Debtors shall direct Rust Consulting, Inc., to mark the Claims Register to reflect that Claim Nos. 879 and 2785 shall be consolidated, with (i) Claim No. 2785 remaining active, and (ii) Claim No. 879 being permanently stricken.

3. The Debtors' objections to Claim No. 879 shall be deemed withdrawn.

4. Nothing in this Stipulation shall be deemed to have any effect on any of the Debtors' pending objections to Claim No. 2785, or the Debtors' rights (if any) to raise subsequent objections to Claim No. 2785.

**STIPULATED AND AGREED:**

**LABORERS LOCAL UNION 310**

By: 

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**W. R. GRACE & CO., et al.**

By: 

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**APPROVED AND SO ORDERED:**

Date: \_\_\_\_\_

\_\_\_\_\_  
The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge